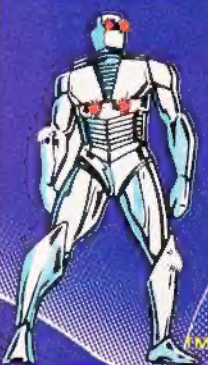


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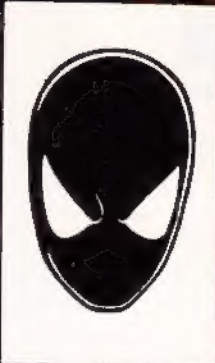
60¢
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ROOM



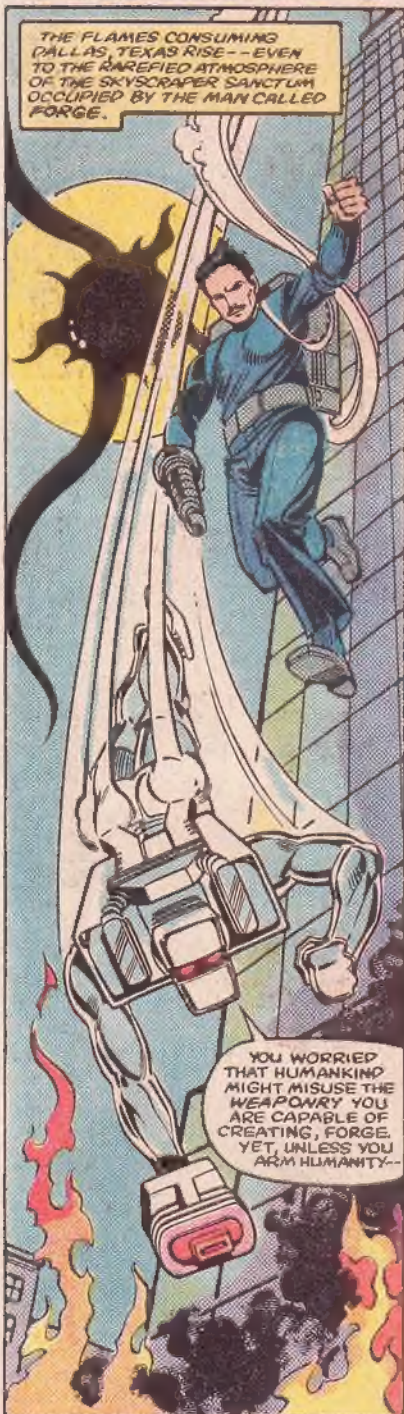
WEARY + BREEDINGTM



SPACE NIGHTMARE!

STAN LEE PRESENTS:
THE GREATEST
OF THE
SPACEKNIGHTS--

ROM!



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ROM'S NEUTRALIZER-- THE MIGHTIEST WEAPON EVER FORGED ON FAR-OFF GALADOR -- TEARS INTO THE SORCEROUS ALIENS.

GET THEE TO LIMBO, SPACE PARASITES!

THE CRIMSON BEAM RIPS OPEN THE GATES BETWEEN DIMENSIONS... AND, CAUGHT BEFORE THEY CAN CAST A SPELL TO SAVE THEMSELVES, THE DIRE WRAITHS ARE BANISHED INTO THE SHADOWY REALM OF LIMBO.

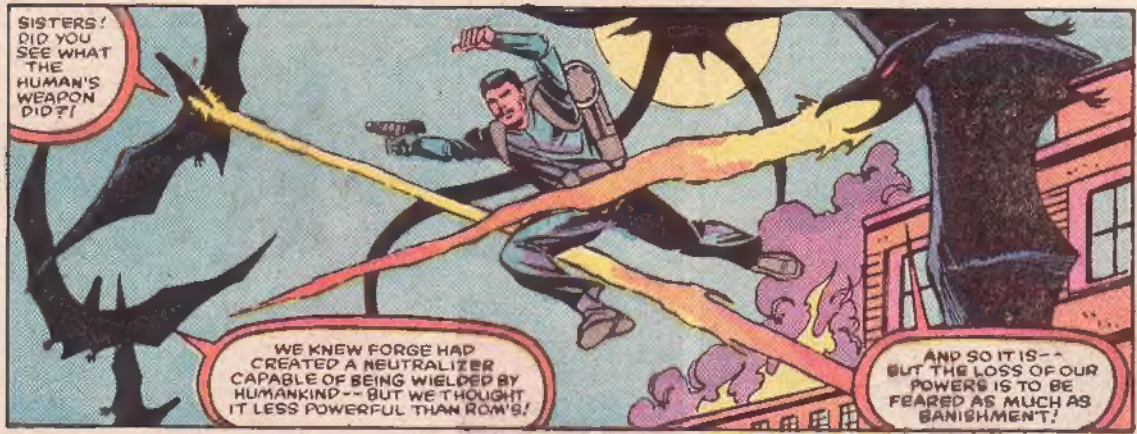
ROM FIRED HIS NEUTRALIZER-- AND THE WRAITHS VANISHED! I CAUGHT A BRIEF GLIMPSE OF SOME OTHER REALITY, AND THEN IT WAS AS IF A DOORWAY IN THE AIR SLAMMED SHUT!

HIS WEAPON IS INCREDIBLE! WHEN THE GOVERNMENT ASKED ME TO DUPLICATE IT, I HAD NO IDEA OF THE ENORMITY OF THE UNDERTAKING!

-- MINE ARE MERELY CAPABLE OF NEGATING WRAITH MAGIC! THUS, THOSE HOWLING HELLHOUNDS SIMPLY REVERT TO THEIR ORIGINAL FORMS-- HARMLESS DOBERMAN PINSCHERS!

STILL, I DID CRAFT FACSIMILE NEUTRALIZERS, DESPITE THE FACT THAT I'D NEVER SEEN ROM'S IN ACTION!

MINE AREN'T NEARLY AS POWERFUL AS ROM'S IS! HIS ACTUALLY BANISHES WRAITHS--



SISTERS! DID YOU SEE WHAT THE HUMAN'S WEAPON DID?!

WE KNEW FORGE HAD CREATED A NEUTRALIZER CAPABLE OF BEING WIELDED BY HUMANKIND-- BUT WE THOUGHT IT LESS POWERFUL THAN ROM'S!

AND SO IT IS-- BUT THE LOSS OF OUR POWERS IS TO BE FEARED AS MUCH AS BANISHMENT!



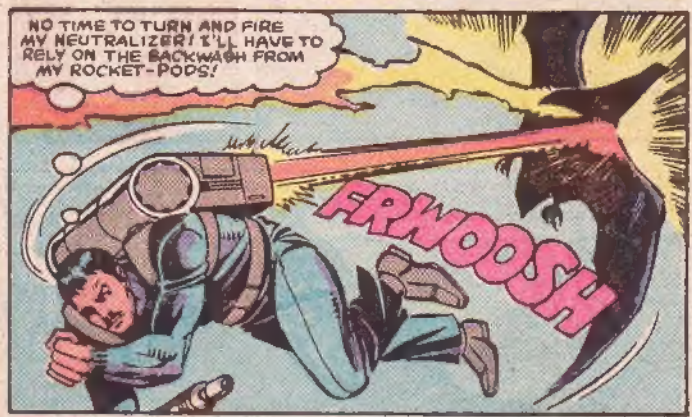
KILL THE MUTANT, LEST HE CREATE MORE!

YOU'LL NOT KILL ANYONE ELSE TODAY, WRAITH! MY NEUTRALIZER WILL CHANGE YOU BACK TO YOUR ORIGINAL FORM--

-- ENABLING ROM TO EASILY BANISH YOU FOREVER FROM THE FACE OF THE EARTH!

BE ON YOUR GUARD, FORGE.

ANOTHER WRAITH IN DEATHWING GUISE SWOOPS IN FROM BEHIND YOU.



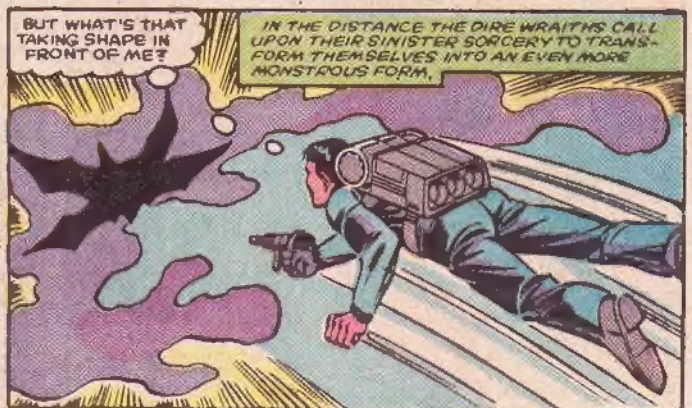
NO TIME TO TURN AND FIRE MY NEUTRALIZER! I'LL HAVE TO RELY ON THE BACKWASH FROM MY ROCKET-POPS!

FWWOOSH



AIIIEEEE

IT WORKED! NICE STUNT! I'LL HAVE TO FILE IT AWAY FOR FUTURE REFERENCE!



BUT WHAT'S THAT TAKING SHAPE IN FRONT OF ME?

IN THE DISTANCE THE DIRE WRAITHS CALL UPON THEIR SINISTER SORCERY TO TRANSFORM THEMSELVES INTO AN EVEN MORE MONSTROUS FORM.

BUT FORGE HAS ALREADY PROVEN HIS NEUTRALIZER EQUAL TO THE TASK OF NEGATING SUCH SPELLS.

THE WRAITHS' POWER STEMS FROM THEIR SORCERY AND THEIR ABILITY TO ADOPT ANY FORM!



MY WEAPON ROBBS THEM OF BOTH!

THUS, THEY BECOME LITTLE MORE THAN PHYSICALLY REPULSIVE ALIEN LIFEFORMS!



EASILY DETECTED
EASILY BANISHED--

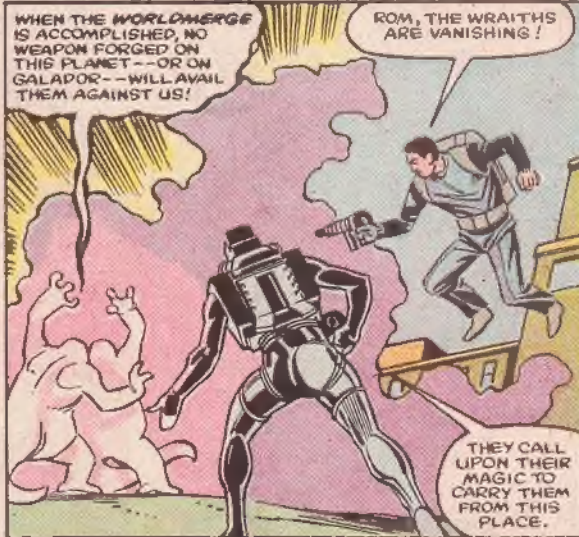
--OR EASILY
KILLED!

WE MUST FLEE, SISTERS! THE COMBINED MIGHT OF ROM AND FORGE DECIMATES OUR RANKS! BUT IT WILL TAKE TIME FOR FORGE TO ARM HUMANITY AGAINST US--



--AND HUMANITY HAS NO TIME! THE BLACK HOLE IN THE HEART OF THE SUN GROWS LARGER, DRAWING WRAITHWORLD TO EARTH!

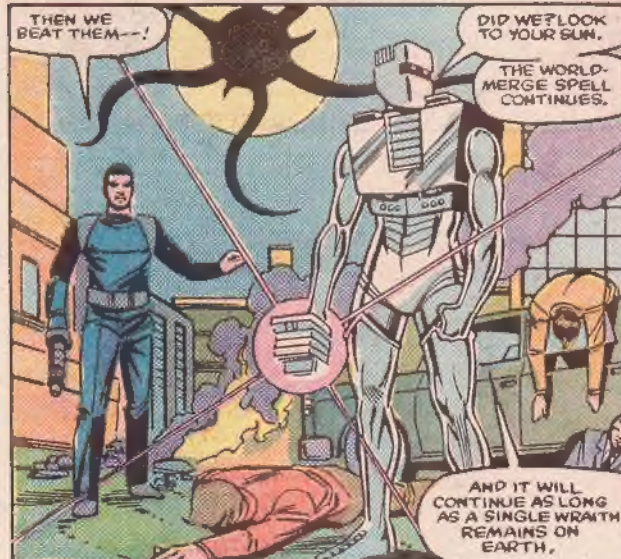
WHEN THE WORLDMERGE IS ACCOMPLISHED, NO WEAPON FORGED ON THIS PLANET--OR ON GALAPOR--WILL AVAIL THEM AGAINST US!



ROM, THE WRAITHS ARE VANISHING!

THEY CALL UPON THEIR MAGIC TO CARRY THEM FROM THIS PLACE.

THEN WE BEAT THEM--!



DID WE LOOK TO YOUR SUN.

THE WORLD-MERGE SPELL CONTINUES.

AND IT WILL CONTINUE AS LONG AS A SINGLE WRAITH REMAINS ON EARTH.

I CANNOT ERADICATE THEM ALL ALONE, FORGE.

SO YOU WANT ME TO ARM HUMANITY WITH A THOUSAND NEUTRALIZERS LIKE THIS ONE?

I CAN'T DO THAT, ROM. I GAVE THE GOVERNMENT ONE ALREADY, AND THEY USED IT TO CRIPPLE A FRIEND OF MINE.



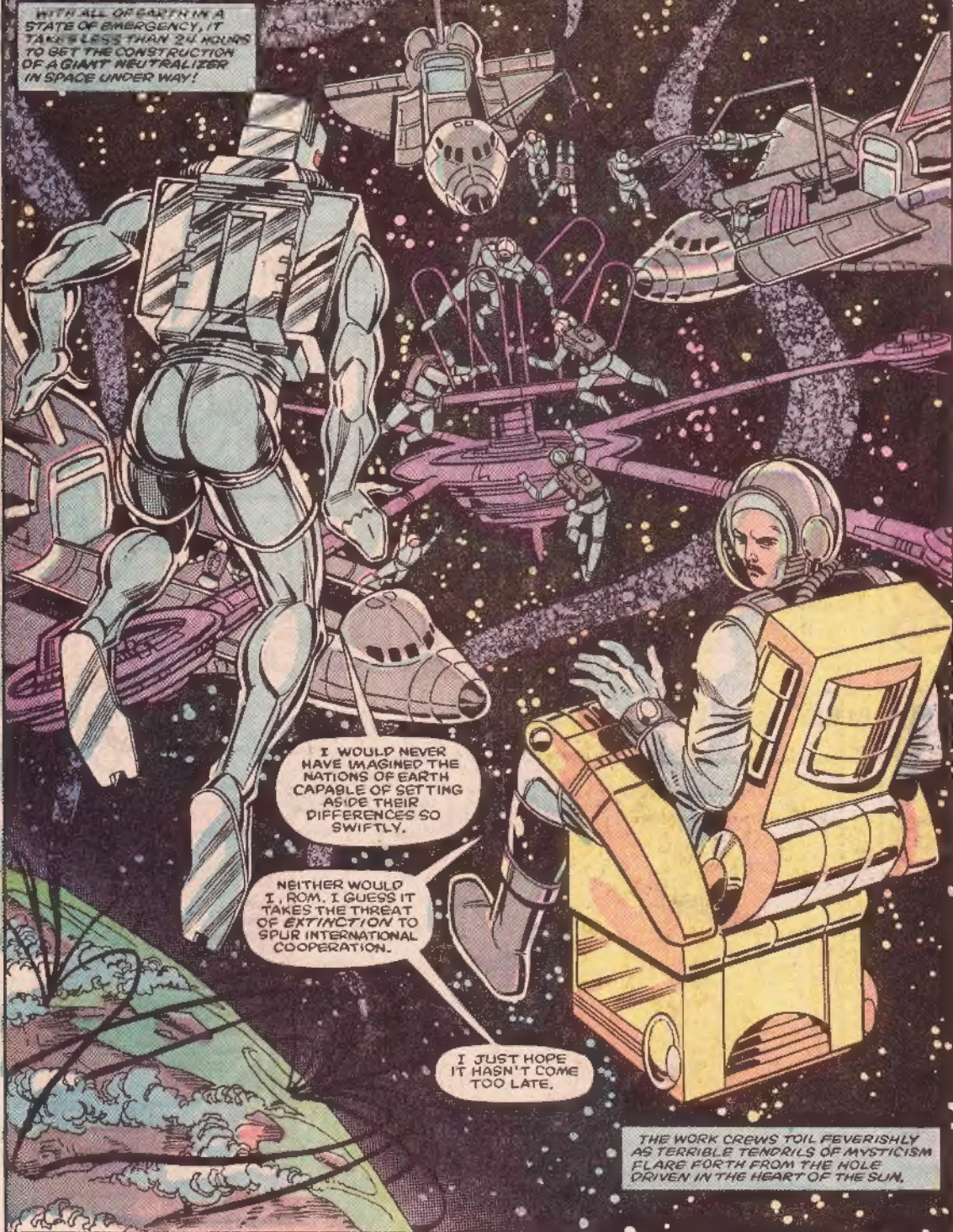
BUT THERE IS ANOTHER WAY...

*STORM OF THE X-MEN...

SPACE-RACE!

BILL MANTLO - SCRIPT • STEVE DITKO - PENCILER
BRETT BREEDING - INKER • JANICE CHIANG - LETTERER
PETRA SCOTSE - COLORIST • MIKE CARLIN - EDITOR
JIM SHOOTER -- EDITOR IN CHIEF

WITH ALL OF EARTH IN A
STATE OF EMERGENCY, IT
TAKES LESS THAN 24 HOURS
TO GET THE CONSTRUCTION
OF A GIANT NEUTRALIZER
IN SPACE UNDER WAY!



I WOULD NEVER
HAVE IMAGINED THE
NATIONS OF EARTH
CAPABLE OF SETTING
ASIDE THEIR
DIFFERENCES SO
SWIFTLY.

NEITHER WOULD
I, ROM. I GUESS IT
TAKES THE THREAT
OF EXTINCTION TO
SPUR INTERNATIONAL
COOPERATION.

I JUST HOPE
IT HASN'T COME
TOO LATE.

THE WORK CREWS TOIL FEVERISHLY
AS TERRIBLE TENDRILS OF MYSTICISM
FLARE FORTH FROM THE HOLE
DRIVEN IN THE HEART OF THE SUN.

WHERE EACH MYSTIC TENTACLE TOUCHES THE EARTH,
ANOTHER DISASTER IS UNLEASHED UPON YOUR POOR
PLANET, FORGE.

THAT'S NOT OUR
PROBLEM NOW, ROM.

BUT SO MANY
WILL DIE...

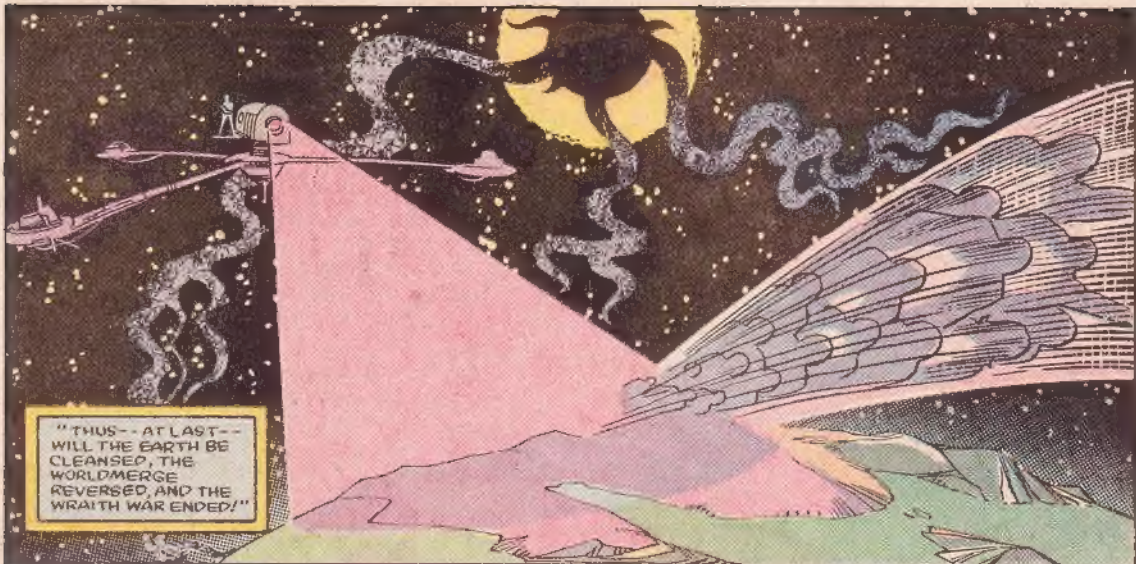
EVERYONE WILL DIE IF THE
WORLD/MERGE SUCCEEDS,
SPACEKNIGHT.

OUR JOB IS TO SEE
THAT IT DOES NOT.

THE WISDOM OF YOUR
SCHEME BEARS TESTAMENT
TO YOUR GENIUS, MUTANT.

THE GOVERNMENTS OF EARTH SOUGHT NEUTRALIZERS WITH WHICH THEY COULD ARM THEIR
SOLDIERY. SUCH WEAPONS WOULD SURELY HAVE LED TO INNUMERABLE CLASHES WITH WRAITHKIND --
BUT THEIR EXTERMINATION WOULD, PERHAPS, NOT BE IN TIME TO HALT THEIR SPELL. YOUR SOLUTION
WAS BY FAR THE BETTER ONE...

THE CREATION OF A
SINGLE AEO-NEUTRALIZER IN
ORBIT AND DIRECTED AT THE EARTH--TO
BE POWERED BY MY OWN GALADORIAN
WEAPON-- HOLDS THE PROMISE OF
ERADICATING EVERY WRAITH UPON
THE FACE OF THE PLANET AT ONE
AND THE SAME MOMENT.

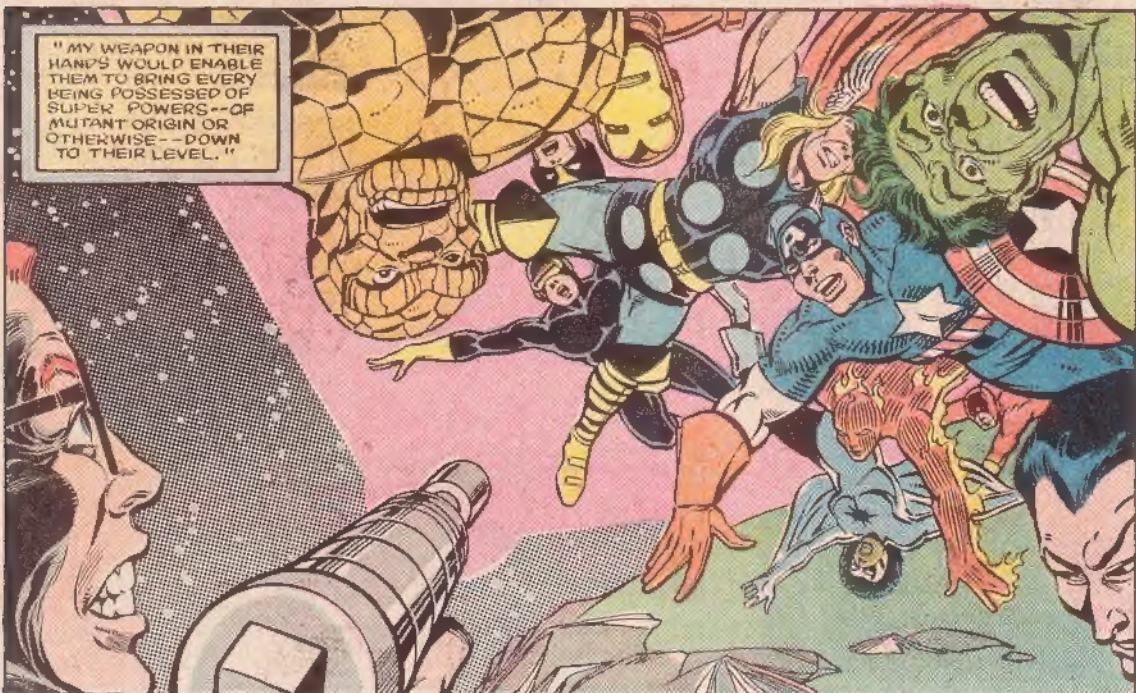


"THUS-- AT LAST--
WILL THE EARTH BE
CLEANSED, THE
WORLDMERGE
REVERSED, AND THE
WRAITH WAR ENDED!"



IT WAS THE ONLY WAY I'D AGREE TO HELP, ROM! I CAN'T TRUST
INDIVIDUAL MEMBERS OF MANKIND WITH MY NEUTRALIZER-- NOT
AFTER AGENT GYRICH USED MY PROTOTYPE TO STRIP STORM
OF HER POWERS!

"NORMAL, NON-POWERED HUMANS HATE AND FEAR ANY WHOM THEY PERCEIVE AS DIFFERENT, BETTER, OR
MORE POWERFUL THAN THEMSELVES."

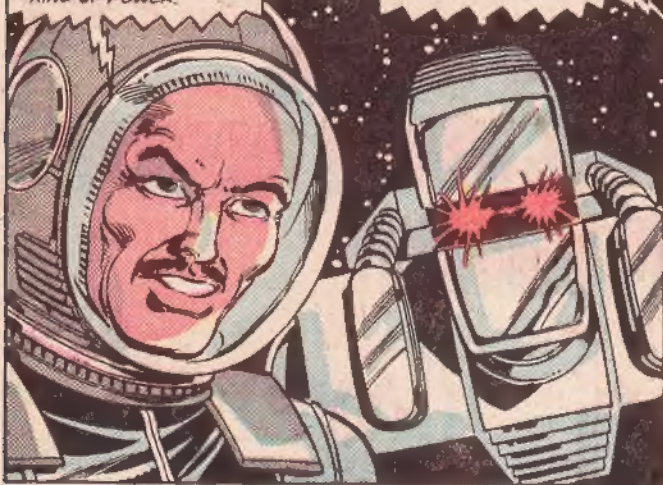


"MY WEAPON IN THEIR
HANDS WOULD ENABLE
THEM TO BRING EVERY
BEING POSSESSED OF
SUPER POWERS--OF
MUTANT ORIGIN OR
OTHERWISE--DOWN
TO THEIR LEVEL."

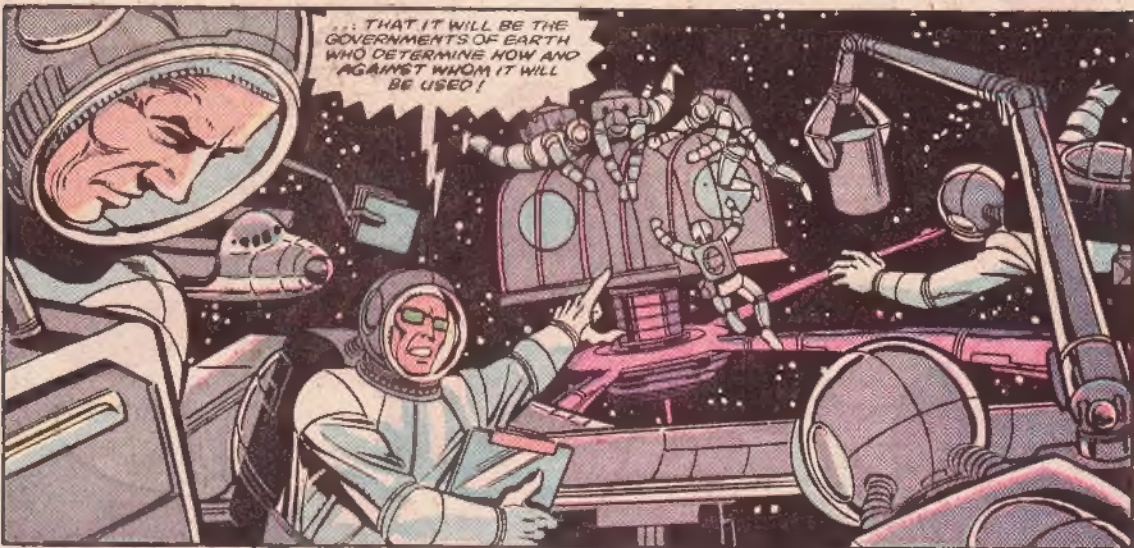
EVEN IF I WEREN'T A
MUTANT MYSELF, I STILL
WOULDN'T ENTRUST MEN
LIKE GYRICH WITH THAT
KIND OF POWER.

YOU JUST OVERSEE
THE BUILDING OF
THIS ORBITING SPACE-
CANNON, FORGE--

-- AND WE'LL HANDLE THE
DELEGATION OF POWER.
JUST REMEMBER...

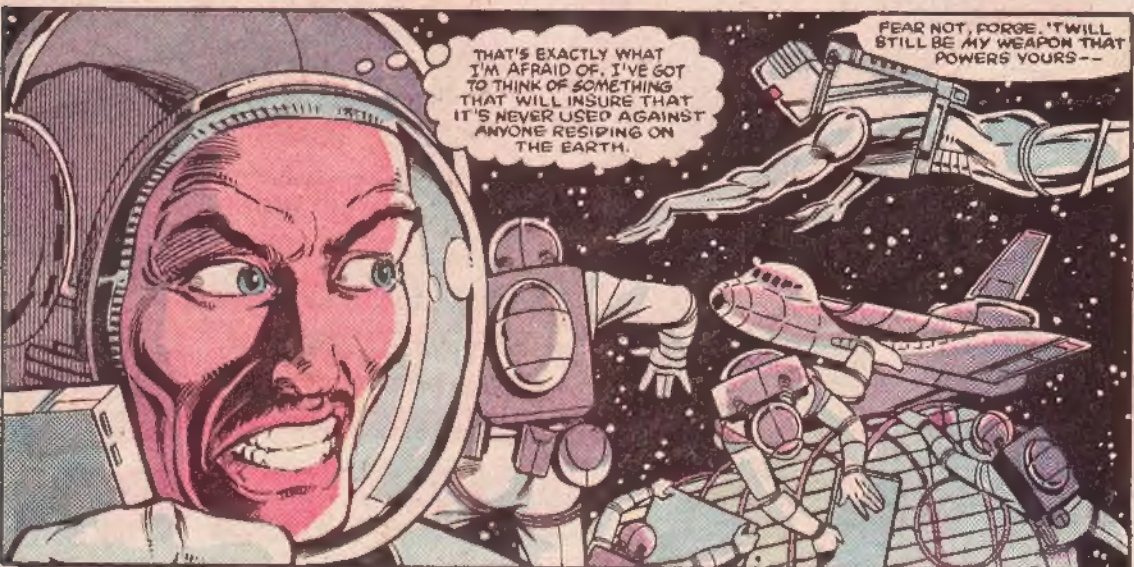


... THAT IT WILL BE THE
GOVERNMENTS OF EARTH
WHO DETERMINE HOW AND
AGAINST WHOM IT WILL
BE USED!



THAT'S EXACTLY WHAT
I'M AFRAID OF. I'VE GOT
TO THINK OF SOMETHING
THAT WILL INSURE THAT
IT'S NEVER USED AGAINST
ANYONE RESIDING ON
THE EARTH.

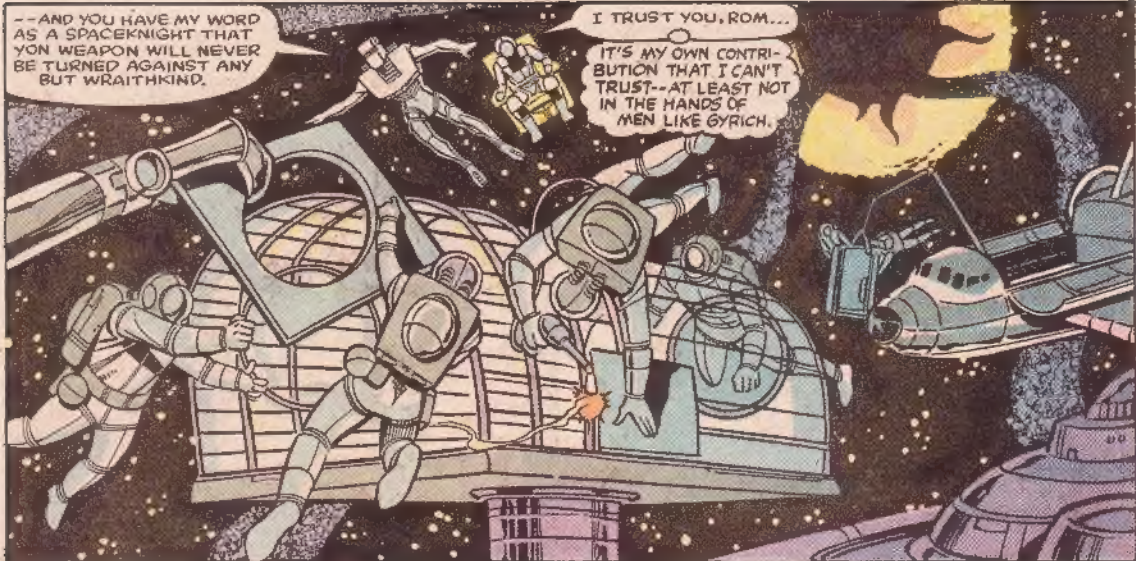
FEAR NOT, FORGE. IT WILL
STILL BE MY WEAPON THAT
POWERS YOURS--



--AND YOU HAVE MY WORD
AS A SPACEKNIGHT THAT
YON WEAPON WILL NEVER
BE TURNED AGAINST ANY
BUT WRAITHKIND.

I TRUST YOU, ROM...

IT'S MY OWN CONTRI-
BUTION THAT I CAN'T
TRUST--AT LEAST NOT
IN THE HANDS OF
MEN LIKE GYRICH.



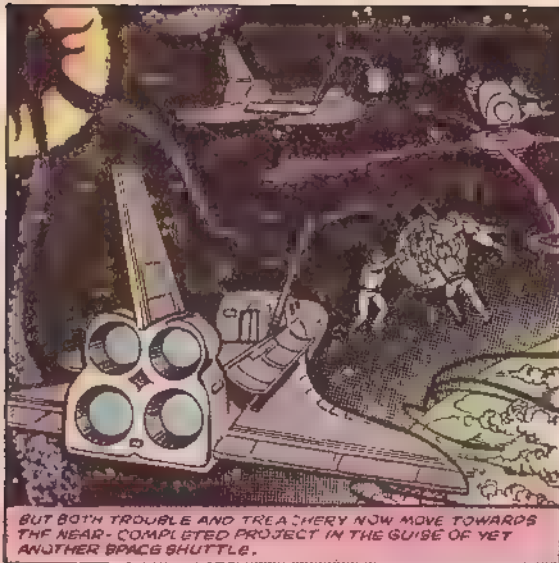
WITH SPACE SHUTTLES PROVIDED BY THE GREAT POWERS OF EARTH, AND INTERNATIONAL CREWS HARD AT WORK,
THE CONSTRUCTION PROCEEDS QUICKLY...



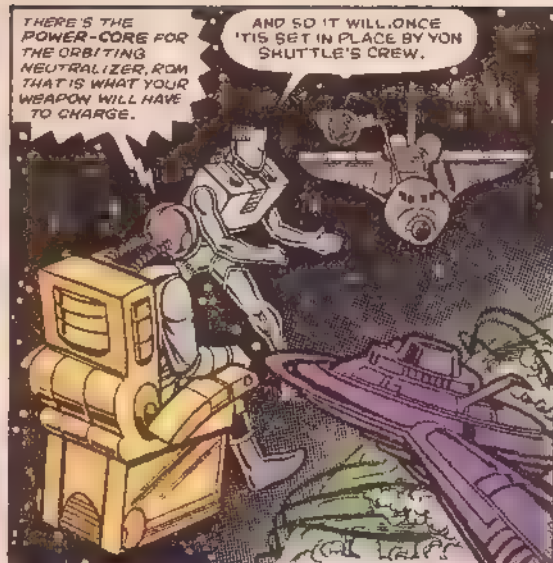
BUT CAN THE WEAPON BE
FINISHED BEFORE THE MOMENT
OF WORLDMERGE, FORGE?

BARRING TROUBLE
OR TREACHERY, IT
CAN, ROM.



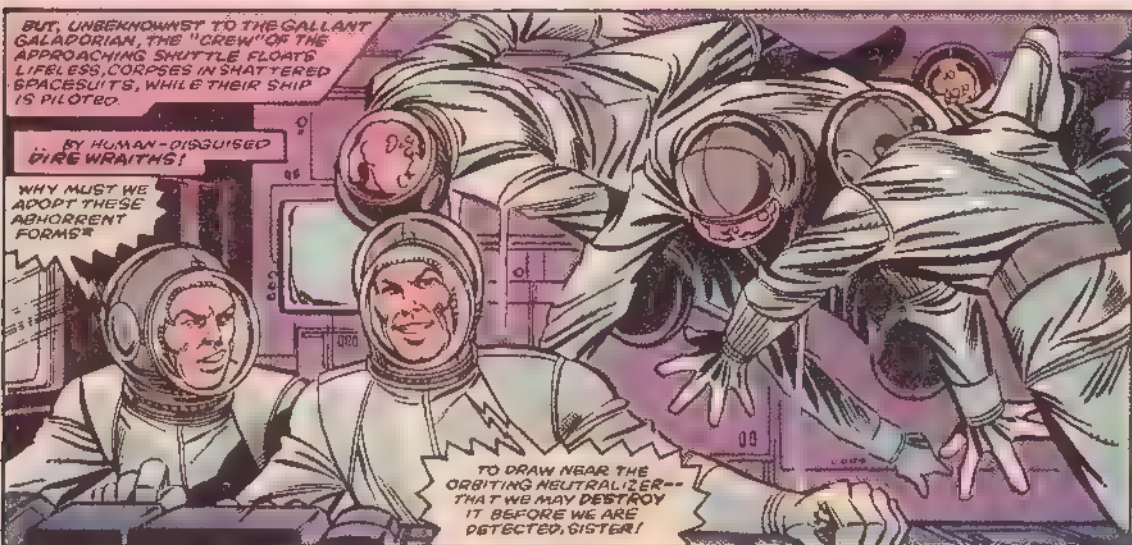


BUT BOTH TROUBLE AND TREACHERY NOW MOVE TOWARDS THE NEAR-COMPLETED PROJECT IN THE GUISE OF YET ANOTHER SPACE SHUTTLE.



THERE'S THE POWER-CORE FOR THE ORBITING NEUTRALIZER, ROM THAT IS WHAT YOUR WEAPON WILL HAVE TO CHARGE.

AND SO IT WILL, ONCE IT'S SET IN PLACE BY YON SHUTTLE'S CREW.

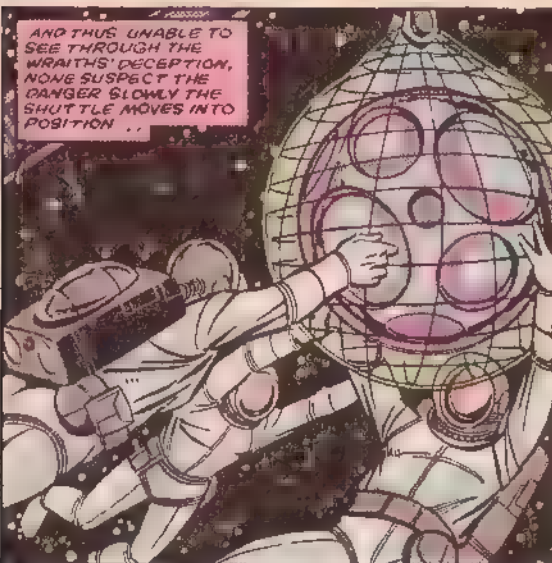


BUT, UNBEKNOWNST TO THE GALLANT GALADORIAN, THE "CREW" OF THE APPROACHING SHUTTLE FLOATS LIFELESS, CORPSES IN SHATTERED SPACESUITS, WHILE THEIR SHIP IS PILOTED.

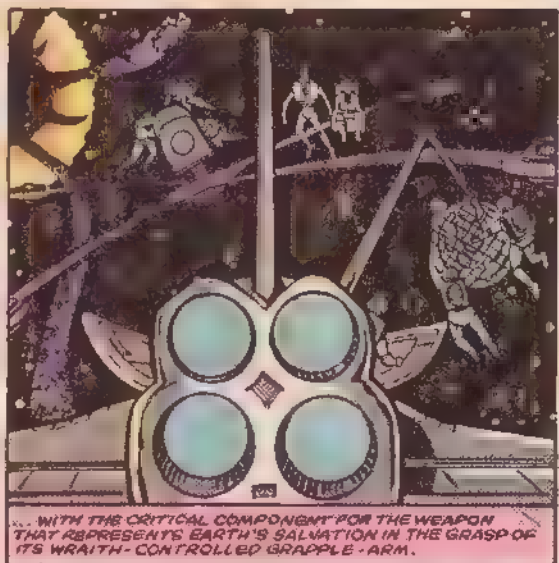
BY HUMAN-DISGUISED DIRE WRAITHS!

WHY MUST WE ADOPT THESE ABHORRENT FORMS?

TO DRAW NEAR THE ORBITING NEUTRALIZER-- THAT WE MAY DESTROY IT BEFORE WE ARE DETECTED, SISTER!



AND THUS UNABLE TO SEE THROUGH THE WRAITHS' DECEPTION, NONE SUSPECT THE DANGER SLOWLY THE SHUTTLE MOVES INTO POSITION...



... WITH THE CRITICAL COMPONENT FOR THE WEAPON THAT REPRESENTS EARTH'S SALVATION IN THE GRASP OF ITS WRAITH-CONTROLLED GRAPPLE-ARM.

WHILE SOMEWHERE ON EARTH, THE SUN SHINES UNMARKED BY DARKNESS, AND A YOUNG WOMAN RUNS ACROSS A FIELD OF FRAGRANT FLOWERS.

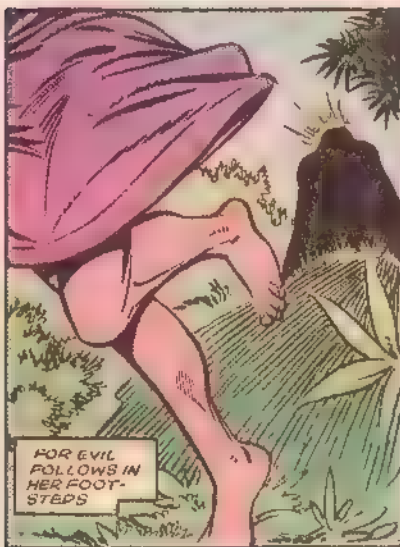
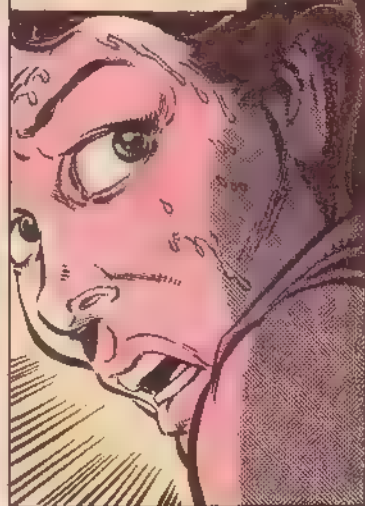


HER NAME IS BRANDY CLARK. NOT LONG AGO, SHE WAS STARSHINE--



... POSSESSED OF THE POWER OF THE LIVING LIGHT AND AFRAID OF NOTHING.

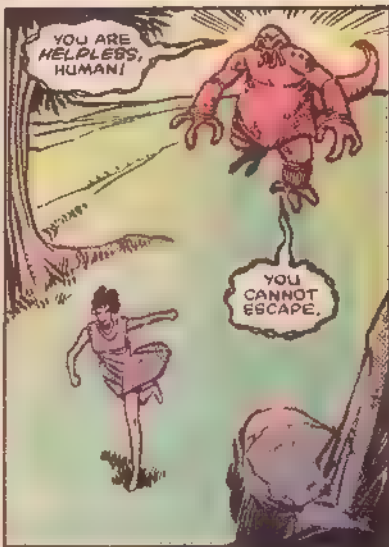
NOW, HOWEVER, SHE IS JUST A WOMAN, AS HUMAN AS YOU OR I. HUMAN... AND AFRAID.



FOR EVIL FOLLOWS IN HER FOOTSTEPS



DIRE WRAITH EVIL!



YOU ARE HELPLESS, HUMAN!

YOU CANNOT ESCAPE.



I MUST! I WILL!



WHY? THE END WILL COME FOR ALL OF YOUR PITIFUL RACE SOON ENOUGH.

N-NO!

NO!

IN HER TERROR BRANDY ONCE
AGAIN SEEMS TO SUMMON THE
POWER SHE HAD LOST

THE MOMENT
PASSES

THWIP

AND STRIKE
THE WRAITH
DOES

THE FIRST
LASH OF ITS
BARBED
TONGUE
MISSES

THE ARMOR OF THE GALADRIAN
GLACIATRIX STARSHINE
MATERIALIZES ...

AND THE EARTHWOMAN SEEMS
TO MERGE WITH THE SOULLESS
SUIT OF SPACEKNIGHT STEEL.

DESPERATE FOR LIFE, BRANDY CLIMBS THE EARTH AND HURLS THE FIRST OBJECTS THAT COME TO HAND IN THE FACE OF HER FOE.



FLOWERS AS FRAIL AND AS FERTILE. A WOMAN STRIPPED OF THE POWER PATHETIC THAN HOPELESS.

FOR A MOMENT THEN BRANDY CLARA SHINES LIKE A STAR STRONG INVINCIBLE, TAUNTING THE OWE WRAITH TO STRIKE AT HER IF IT DARES

AND STRIKE
THE WRAITH
DOES

THE FIRST
LASH BEATS
BALFOUR
TONGUE
MISSES

I HOPE THAT YOUR OBJECTS THAT COME TO HAND IN THE FACE OF HER FOE.

FLOWERS

FLOWERS AS FRAIL AND AS FUTILE A DEFENSE AS ANY - YET TO A WOMAN STRIPPED OF THE POWERS OF A STARCKNAIGHT, MORE PATHETIC THAN HOPELESS.

THE TONGUE LASHES OUT AGAIN

THAT ME THE WORTH DOES NOT AVOID

Noooooooooooo

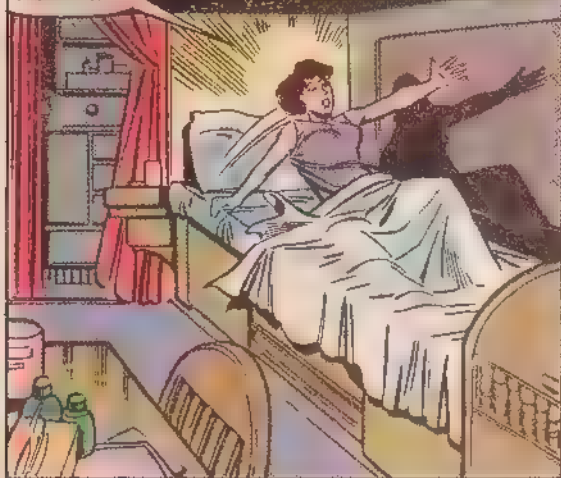
THE TONGUE LASHES OUT AGAIN

THAT ME THE WORTH DOES NOT AVOID

Nooooooooooooo

THE SCREAM AWAKENS BRANDY CLARK FROM HER LONG-LASTING SLUMBER. THOUGH SHE DOESN'T REALIZE IT, SHE HAS SLEPT FOR WEEKS.

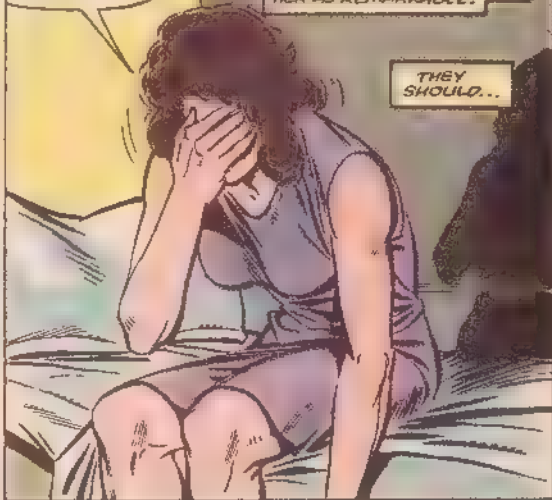
A DREAM!



MY DEATH WAS ONLY A... NIGHTMARE!

SHE SOBS HER RELIEF HER TEARS DO NOT STRIKE HER AS REMARKABLE.

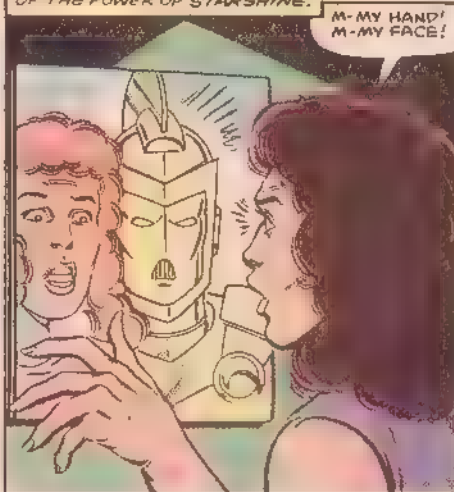
THEY SHOULD...



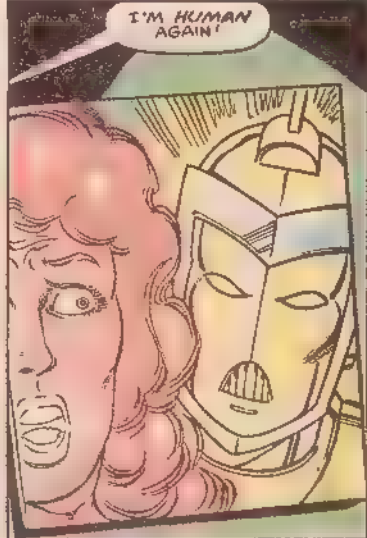
FOR SPACEKNIGHTS DO NOT SHED TEARS

BUT, THEN, BRANDY CLARK DOES NOT YET REALIZE THAT SHE IS NO LONGER POSSESSED OF THE POWER OF STARSHINE.

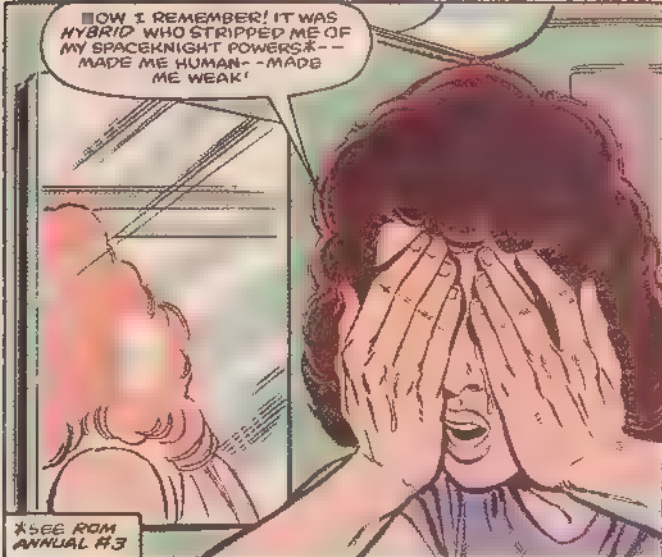
M-MY HAND!
M-MY FACE!



I'M HUMAN AGAIN!



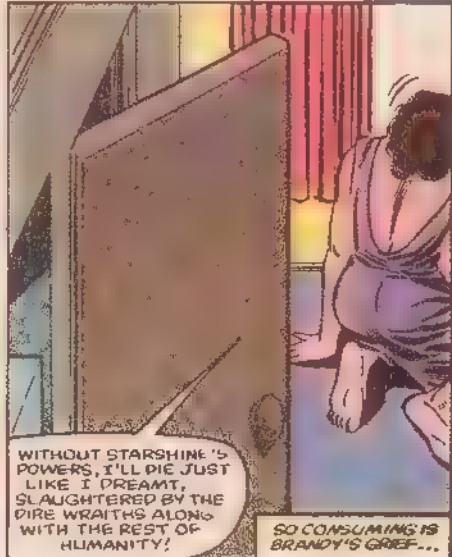
NOW I REMEMBER! IT WAS HYBRID WHO STRIPPED ME OF MY SPACEKNIGHT POWERS--MADE ME HUMAN--MADE ME WEAK!

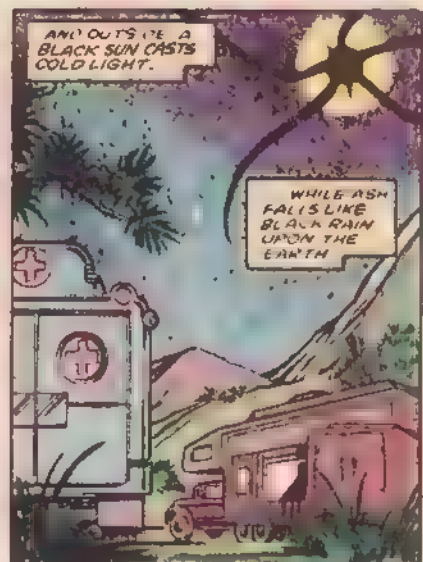
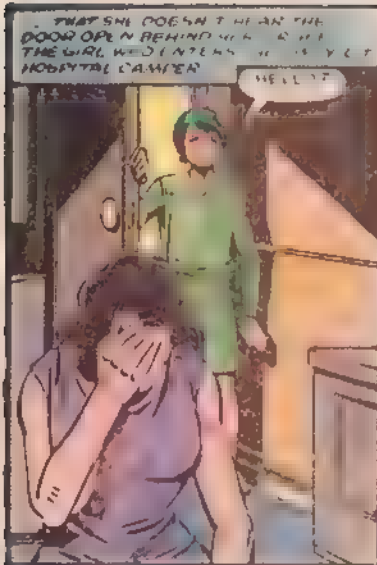


*SEE FROM ANNUAL #3

WITHOUT STARSHINE'S POWERS, I'LL DIE JUST LIKE I DREAMT, SLAUGHTERED BY THE DIRE WRAITHS ALONG WITH THE REST OF HUMANITY!

SO CONSUMING IS BRANDY'S GRIEF...





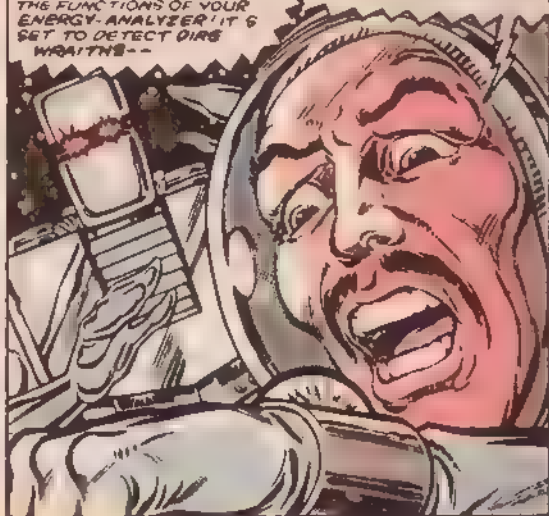
MEANWHILE, IN ORBIT ABOUT THE IMPERILED PLANET, A BATTLE IN SPACE IS ABOUT TO COMMENCE.

ROM THERE'S SOMETHING WRONG!



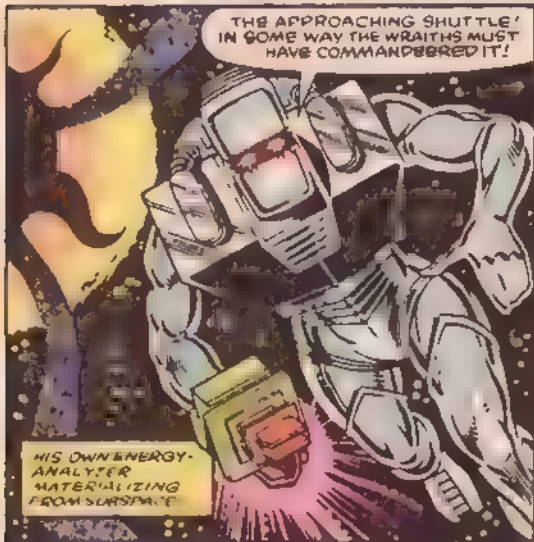
I'M WEARING A WRIST-DETECTOR THAT SIMULATES THE FUNCTIONS OF YOUR ENERGY-ANALYZER! IT'S SET TO DETECT DIRE WRAITHS--

--AND IT'S INDICATING THEIR PRESENCE NOW!



THE APPROACHING SHUTTLE! IN SOME WAY THE WRAITHS MUST HAVE COMMANDEERED IT!

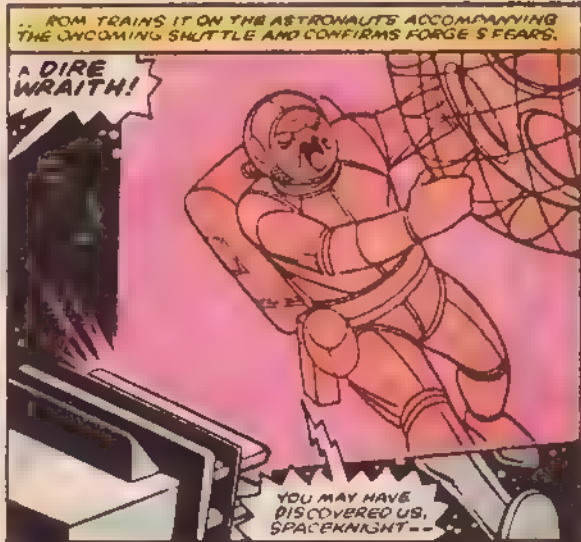
HIS OWN ENERGY-ANALYZER MATERIALIZING FROM SUBSPACE



... ROM TRAINS IT ON THE ASTRONAUTS ACCOMPANYING THE ONCOMING SHUTTLE AND CONFIRMS FORGE'S FEARS.

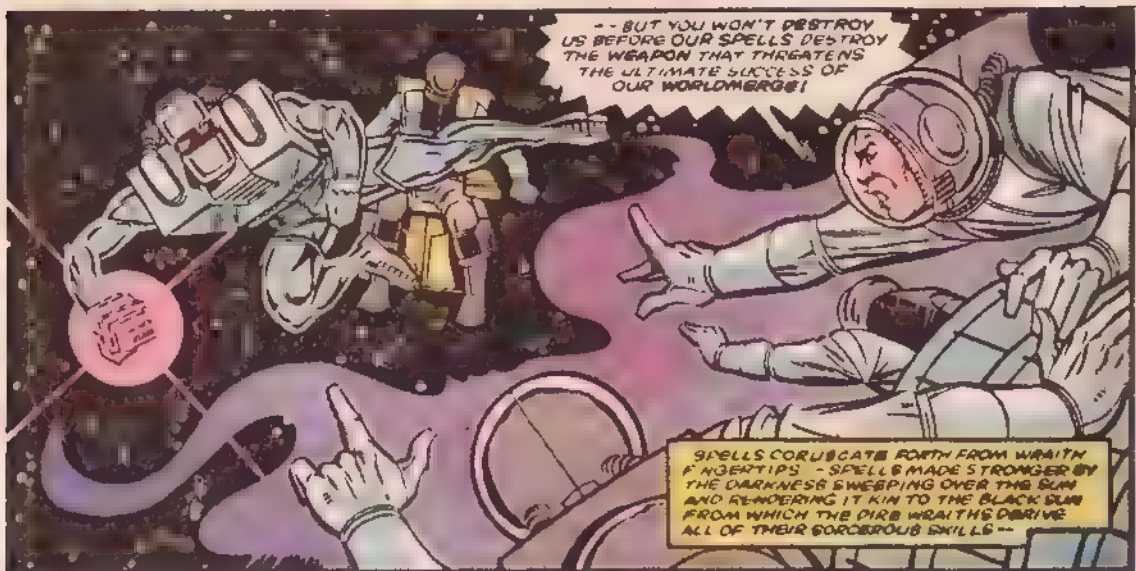
A DIRE WRAITH!

YOU MAY HAVE DISCOVERED US, SPACEKNIGHT--

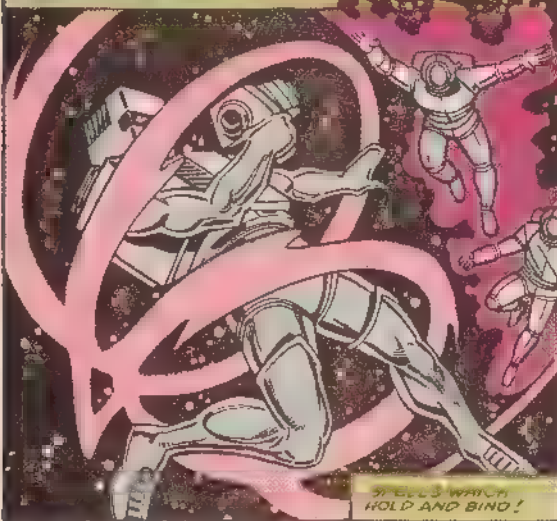


-- BUT YOU WON'T DESTROY US BEFORE OUR SPELLS DESTROY THE WEAPON THAT THREATENS THE ULTIMATE SUCCESS OF OUR WORLDMERGE!

SPELLS CORUSCATE FORTH FROM WRAITH FINGERTIPS - SPELLS MADE STRONGER BY THE DARKNESS SWEEPING OVER THE SUN AND RENDERING IT KIN TO THE BLACK SUN FROM WHICH THE DIRE WRAITHS DERIVE ALL OF THEIR SOREBOUNDS SKILLS--

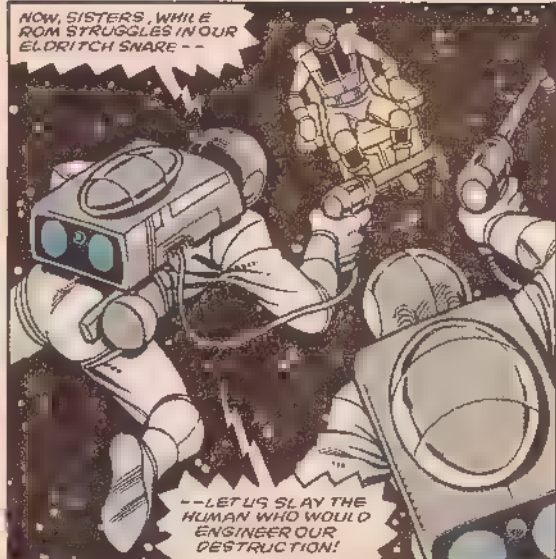


SPILLS WHICH SWIRL AROUND THE SPACEKNIGHT WITH A SPEED SWIFTER THAN THOUGHT



SPILLS WHICH HOLD AND BIND!

NOW, SISTERS, WHILE ROM STRUGGLES IN OUR ELDritch SNARE --



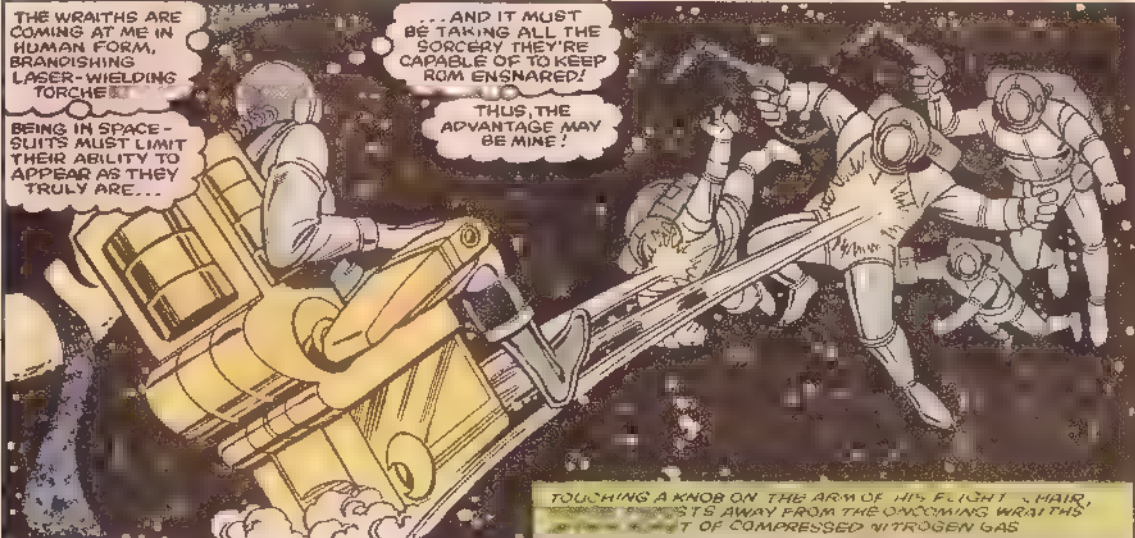
--LET US SLAY THE HUMAN WHO WOULD ENGINEER OUR DESTRUCTION!

THE WRAITHS ARE COMING AT ME IN HUMAN FORM, BRANDISHING LASER-WIELDING TORCHES!

BEING IN SPACE-SUITS MUST LIMIT THEIR ABILITY TO APPEAR AS THEY TRULY ARE...

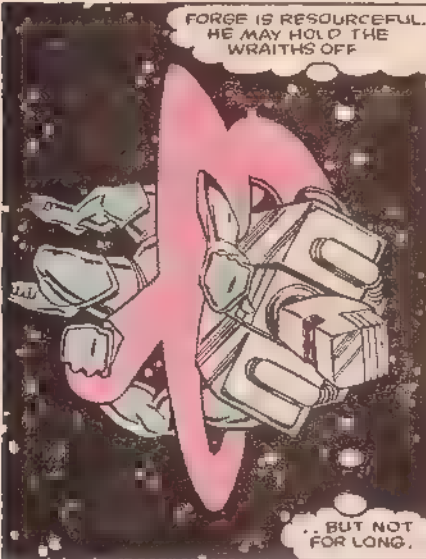
...AND IT MUST BE TAKING ALL THE SORCERY THEY'RE CAPABLE OF TO KEEP ROM ENSNARED!

THUS, THE ADVANTAGE MAY BE MINE!



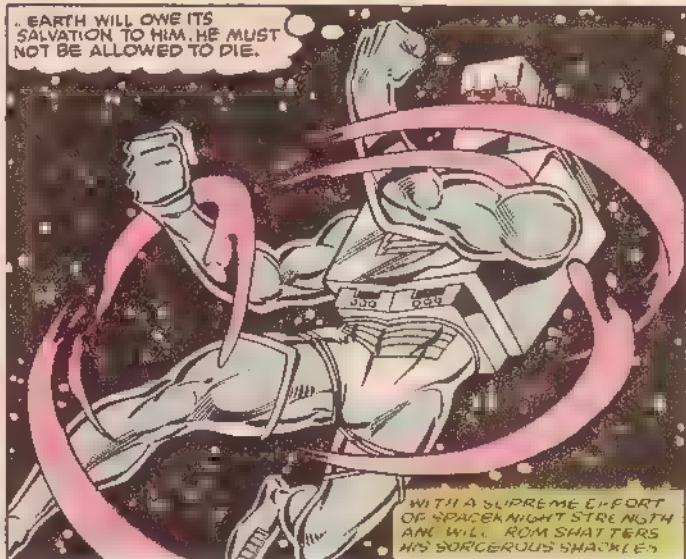
TOUCHING A KNOB ON THE ARM OF HIS FLIGHT SUIT, ROM DETACHES AWAY FROM THE ONCOMING WRAITHS, RELEASING A BURST OF COMPRESSED NITROGEN GAS

FORCE IS RESOURCEFUL. HE MAY HOLD THE WRAITHS OFF



... BUT NOT FOR LONG.

EARTH WILL OWE ITS SALVATION TO HIM. HE MUST NOT BE ALLOWED TO DIE.



WITH A SUPREME EFFORT OF SPACEKNIGHT STRENGTH AND WILL, ROM SHATTERS HIS SORCEROUS SHACKLES

ROM IS FREE!

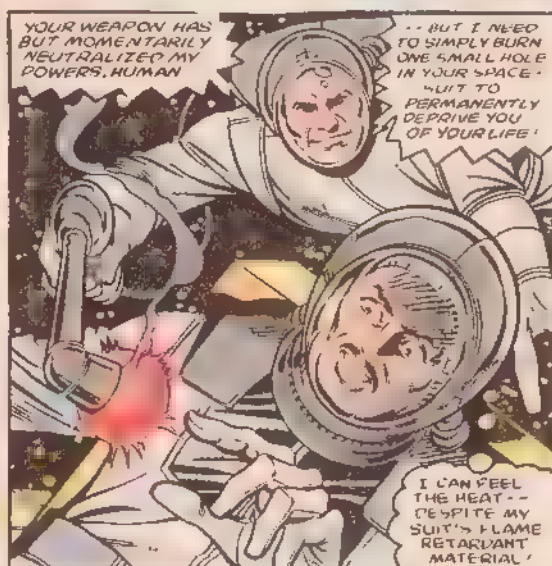
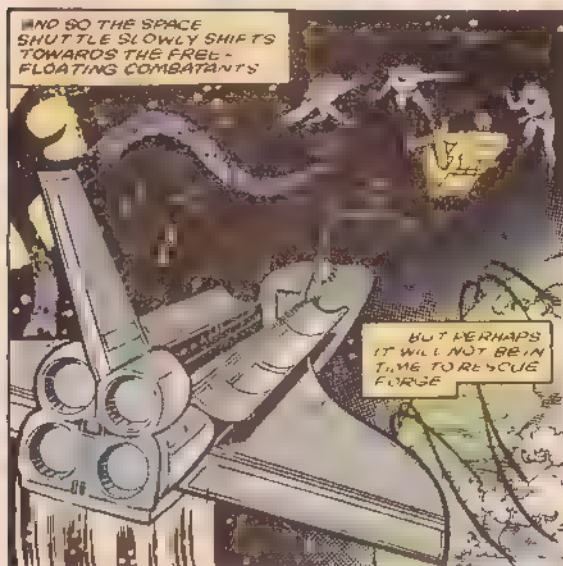
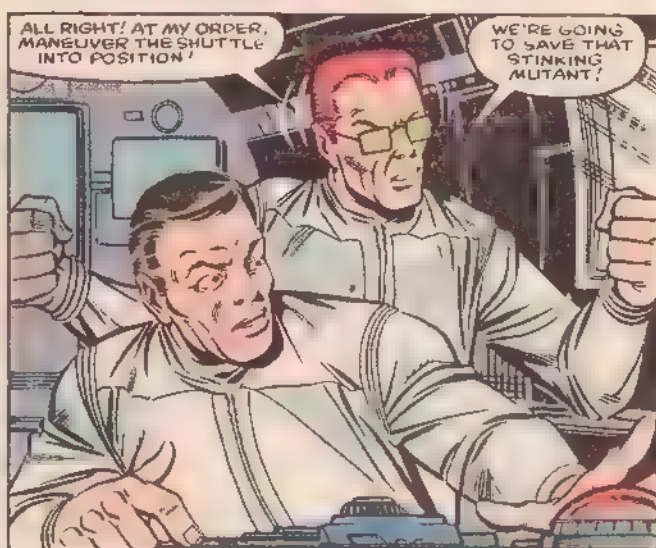
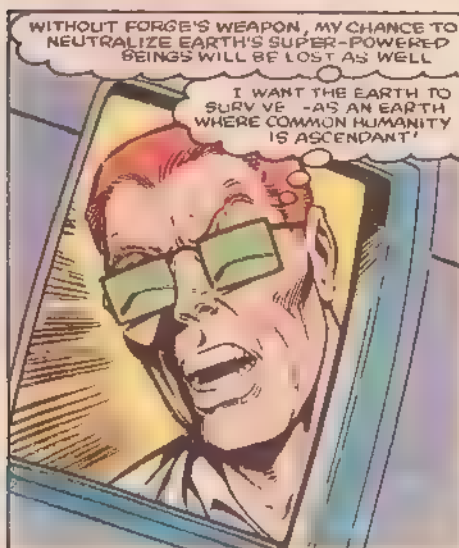
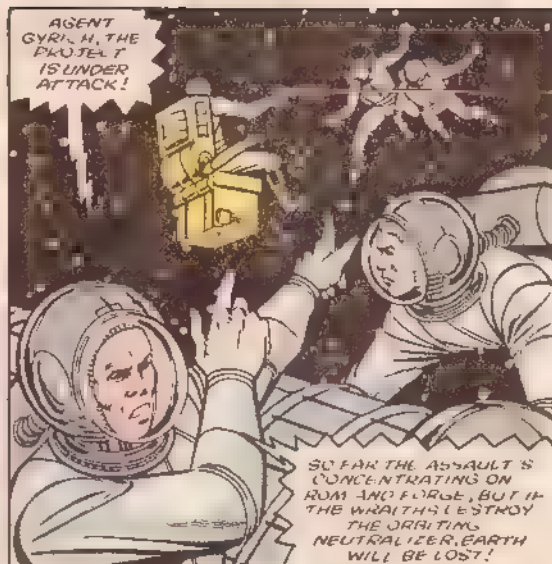
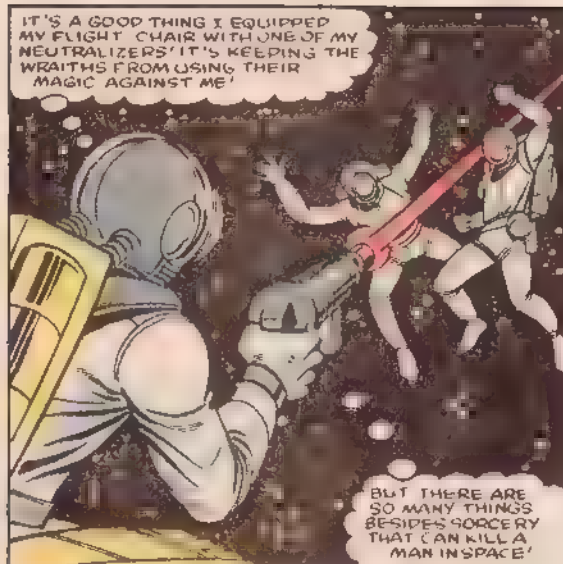
STOP HIM
BEFORE HE CAN
COME TO THE
HUMAN'S AID!

ANOTHER
INFLANTATION AND
THE WRAITHS
SUMMON METEOR-
ITE FROM THE
HEAVENS TO DRIVE
BACK THE SILVER
SWORD KNIGHT

THE WRAITHS
KNOW THEY
ARE NOT
POWERFUL
ENOUGH TO
SLAY ME

THEY MERELY
SEEK TO KEEP ME
OCCUPIED WHILE
THEIR SINISTER
SISTERS DEAL
DEATH TO FORGE

THUS, YET ANOTHER
SPELL SUMMONS A
BLAZING COMET
FROM THE DISTANT
STARS





I CAN'T TAKE MUCH MORE--

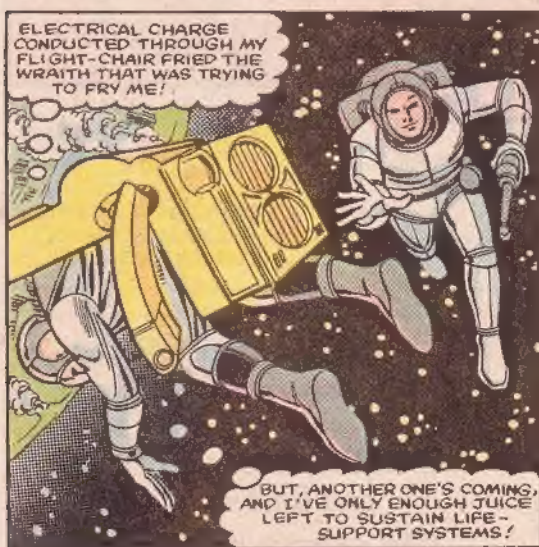
--BUT, THEN, I DON'T HAVE TO!



GLEEAAGHH!

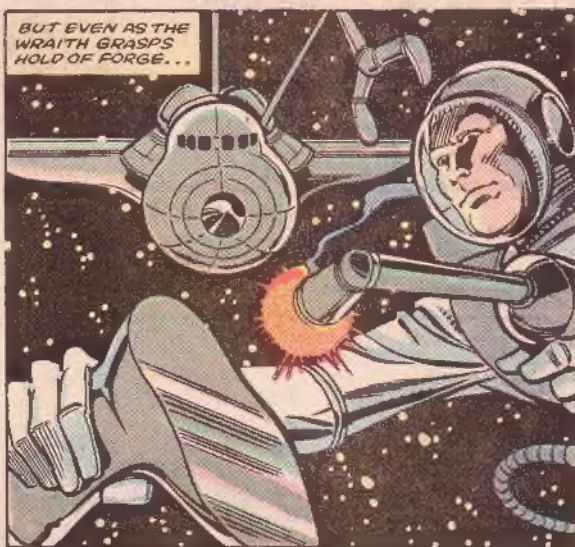
THEY CALL HIM FORGE FOR ON HIS LATHES ARE TURNED EVERY MANNER OF WEAPON, OFFENSIVE AND...

... DEFENSIVE.

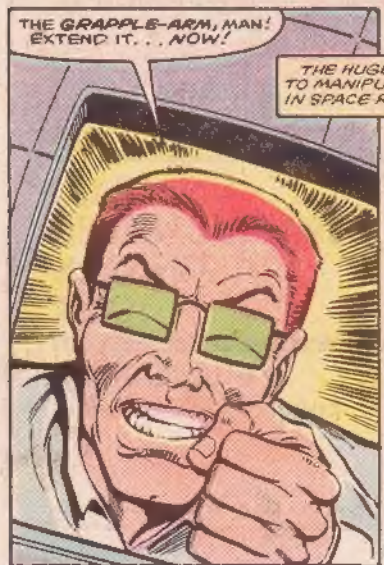


ELECTRICAL CHARGE CONDUCTED THROUGH MY FLIGHT-CHAIR FRIED THE WRAITH THAT WAS TRYING TO FRY ME!

BUT, ANOTHER ONE'S COMING, AND I'VE ONLY ENOUGH JUICE LEFT TO SUSTAIN LIFE-SUPPORT SYSTEMS!

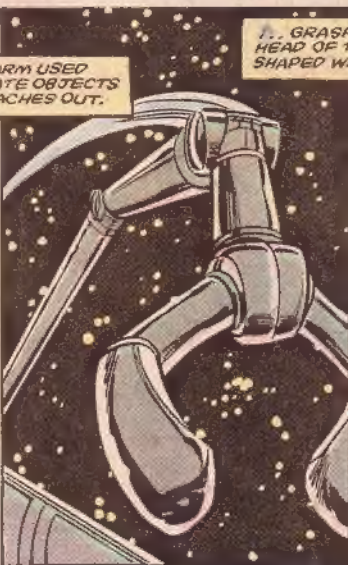


BUT EVEN AS THE WRAITH GRASPS HOLD OF FORGE...



THE GRAPPLE-ARM, MAN! EXTEND IT... NOW!

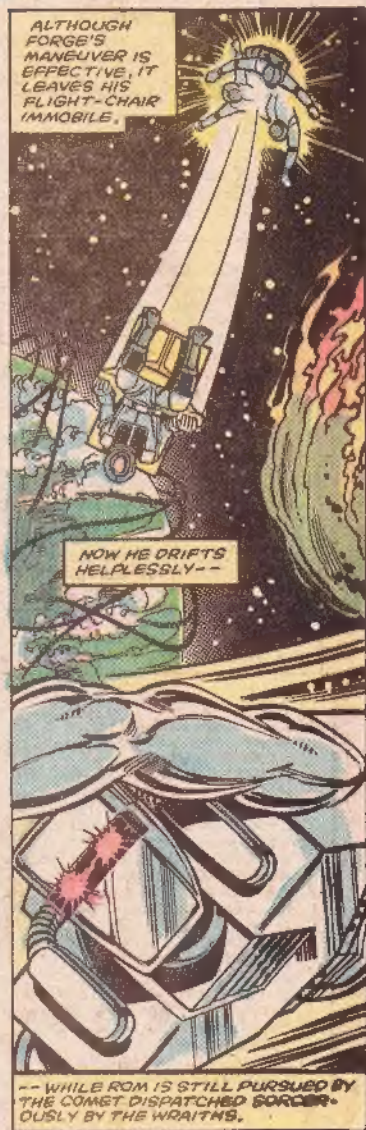
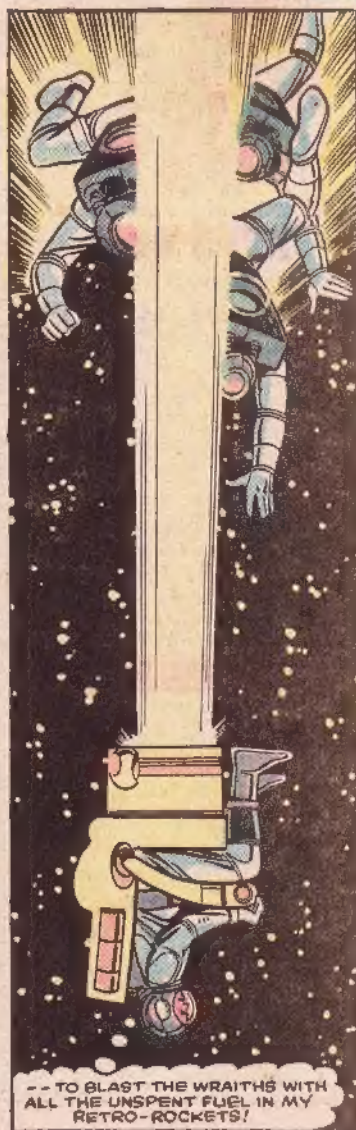
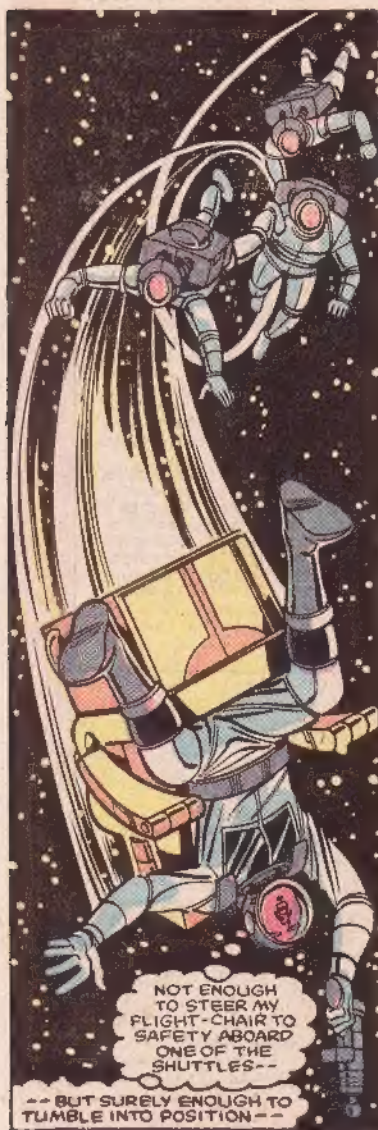
THE HUGE ARM USED TO MANIPULATE OBJECTS IN SPACE REACHES OUT.



... GRASPS HOLD OF THE HEAD OF THE HUMAN-SHAPED WRAITH...



... AND SQUEEZES HARD!

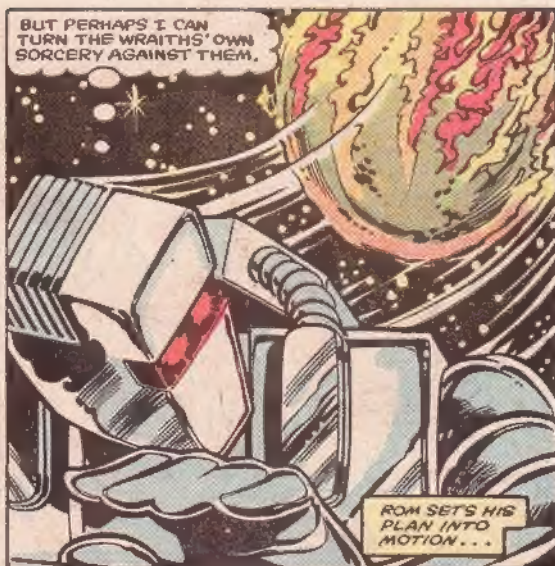




THE ACCURSED COMET
FOLLOWS ME NO MATTER
HOW FAST I FLY--

-- PREVENTING
ME FROM
AIDING FORGE.

BUT PERHAPS I CAN
TURN THE WRAITHS' OWN
SORCERY AGAINST THEM.



ROM SETS HIS
PLAN INTO
MOTION...

... AS ABOARD THE SHUTTLE THEY COMMANDEERED
TO CARRY THEM BEYOND EARTH'S ATMOSPHERE THE
LAST OF THE WRAITHS LAUGH.



CLOSE IN ON FORGE,
SISTER! ROM CANNOT
SHAKE HIS FIERY
PURSUER IN TIME TO
PREVENT US FROM
MURDERING THE
MUTANT!

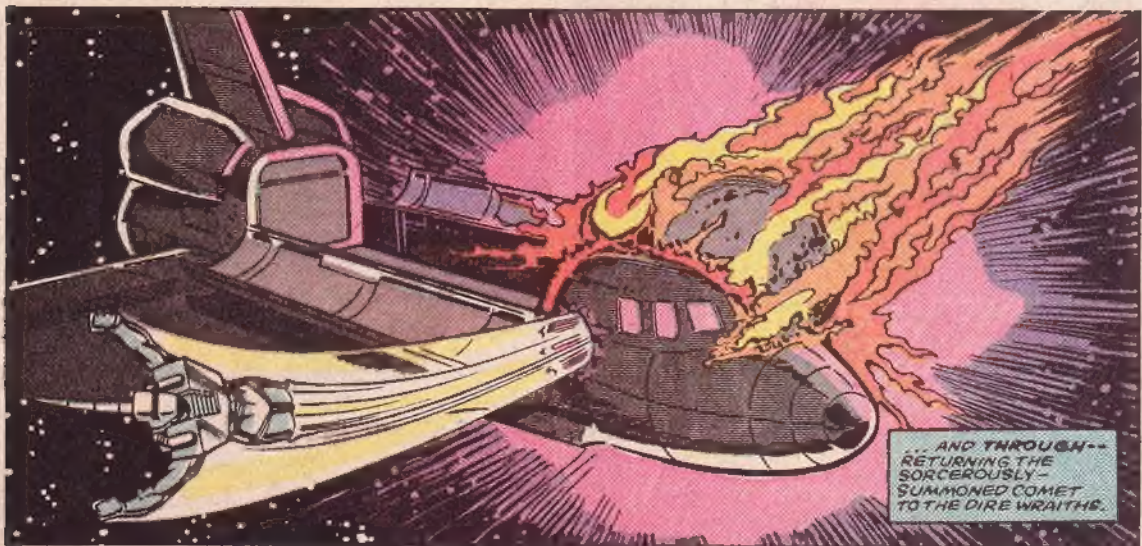
BUT THEN THE WRAITHS' LAUGHTER DIES IN THEIR
ALIEN THROATS...



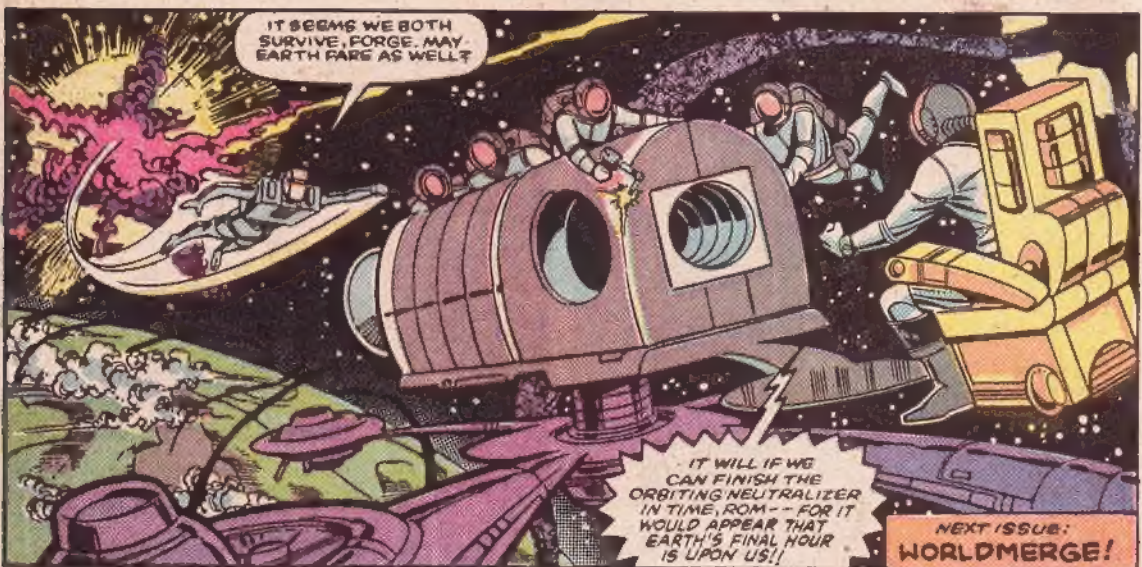
EHE? IS THE SPACEKNIGHT
INSANE? WHAT IS HE--

--DOING??!

IN A RENDING OF STEEL THE SHUTTLE'S HULL IS SHATTERED AS ROM SMASHES IN...



... AND THROUGH--
RETURNING THE
SORCEROUSLY--
SUMMONED COMET
TO THE DIRE WRAITHS.



IT SEEMS WE BOTH
SURVIVE, FORGE. MAY
EARTH FARE AS WELL!

IT WILL IF WE
CAN FINISH THE
ORBITING NEUTRALIZER
IN TIME, ROM-- FOR IT
WOULD APPEAR THAT
EARTH'S FINAL HOUR
IS UPON US!!

NEXT ISSUE:
WORLDMERGE!